

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re)
) Chapter 11
)
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,) Case No. 12-12020-MG
) (Jointly Administered)
Debtors.)
)

ORDER (i) DIRECTING EACH OF DEBTORS' COUNSEL, INCLUDING MORRISON & FOERSTER LLP, OFFICIAL COMMITTEE COUNSEL, INCLUDING KRAMER LEVIN NAFTALIS & FRANKEL LLP, AND THE DEBTORS' MANAGEMENT TO REMAIN STRICTLY NEUTRAL IN ANY DISPUTE REGARDING CLAIMS BY AND BETWEEN ANY DEBTORS, (ii) ORDERING THE LIMITED DISQUALIFICATION OF EACH OF THE FOREGOING TO THE EXTENT NECESSARY TO EFFECTUATE THE FOREGOING, AND (iii) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)¹ of the Ad Hoc Group of Junior Secured Noteholders for entry of an order in the above-captioned chapter 11 cases pursuant to 11 U.S.C. §§ 105, 327, and 363, (a) directing each of the Debtors’ counsel, including Morrison & Foerster LLP (“MoFo”), counsel to the Official Committee of Unsecured Creditors (“Committee”), including Kramer Levin Naftalis & Frankel LLP (“Kramer”), and the Debtors’ management to remain strictly neutral in any dispute regarding claims by and between any Debtors; (b) ordering the limited disqualification of each of the foregoing to the extent necessary to effectuate the foregoing; and (c) granting related relief; and it appearing that the Court has jurisdiction over this matter; and it further appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties-in-interest, it is hereby

ORDERED that the Motion is granted; and it is further

¹ Capitalized terms herein not otherwise defined shall have the meaning ascribed to them in the Motion and accompanying Declaration of Dwight A. Healy.

ORDERED that counsel retained by the Debtors on both sides of Inter-Debtor Disputes and/or Intercompany Claims, including MoFo, remain strictly neutral regarding such disputes or claims; and it is further

ORDERED that counsel retained by the Committee on both sides of Inter-Debtor Disputes and/or Intercompany Claims, including Kramer, remain strictly neutral regarding such disputes or claims; and it is further

ORDERED that Debtors' management on both sides of Inter-Debtor Disputes and/or Intercompany Claims remain strictly neutral regarding such disputes or claims; and it is further

ORDERED that the Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order; and it is further

ORDERED that the relief request is granted as set forth herein.

Dated: July __, 2013

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE